

# **Exhibit A**

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

ONE OR MORE UNKNOWN PURCHASERS  
OF OPTIONS OF TELVENT GIT, S.A.,  
Defendants.

Civil Action No. 11cv3794 (TGC)

ECF CASE

DECLARATION OF ROBERT NESBITT IN SUPPORT OF PLAINTIFF SECURITIES  
AND EXCHANGE COMMISSION'S APPLICATION FOR TEMPORARY  
RESTRAINING ORDER FREEZING DEFENDANTS' ASSETS

I, Robert W. Nesbitt, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a Market Surveillance Specialist in the Office of Market Intelligence, Division of Enforcement, of the United States Securities and Exchange Commission (the "SEC" or the "Commission"). I am submitting this declaration in support of Plaintiff Securities and Exchange Commission's ("SEC" or "Commission") Emergency Application for an *Ex Parte* Temporary Restraining Order Freezing Assets and Granting Other Relief and Order to Show Cause Why a Preliminary Injunction Should Not Be Issued.

2. Along with other members of the Commission's Division of Enforcement staff, I have been investigating highly unusual and suspicious trading activities for possible violations of the federal securities laws. Based on the investigation, which is ongoing, I am setting forth the facts herein, which are based on information learned from others and obtained from reviewing publicly-available information and records obtained during the investigation.

3. Telvent GIT, S.A. ("Telvent") is a publicly-traded corporation headquartered in Madrid, Spain. Telvent is an IT solutions and information provider that serves several sectors, including energy, transportation, agriculture, and environmental.

4. Telvent's common stock is registered with the Commission under Section 12(b) of the Securities Exchange Act of 1934 and is listed on the NASDAQ Stock Market under the trading symbol TLVT. Telvent also has options that are publicly traded.

5. On April 29, 2011 and May 27, 2011, Audi Saradar Private Bank ("Audi Saradar"), which lists its address in Beirut, Lebanon, purchased a total of 1,500 call options and sold a total of 300 call options through its account (number AUD001007) at U.S. registered broker dealer, Pershing LLC.

6. On May 27, 2011, Audi Saradar purchased 800 July 2011 call options with a strike price of \$35, which accounted for about 52% of the volume in that particular option series on that day.

7. Prior to the opening of the United States trading markets on June 1, 2011, Telvent announced that it entered into an agreement under which Schneider Electric SA ("Schneider Electric") would offer to acquire all Telvent shares at \$40 per share, which represented a premium of 36% to Telvent's average share price over the last 3 months. The primary market for Schneider Electric's common stock is Euronext Paris.

8. Telvent's shares opened for trading on June 1, 2011 at \$39.73 per share compared to its closing price of \$34.45 on May 31, 2011.

9. As a result of the increase in Telvent's common stock, the call options held by the Audi Saradar increased significantly. For example, the 800 call options described in paragraph 6 increased in value from \$137,860 on May 27, 2011 to \$376,020 on June 1, 2011, an

approximately 173% increase over two trading days. Also, 200 August 2011 call options with a strike price of \$35, purchased on April 29, 2011, increased by about 480% in price by June 1, 2011.

10. Audi Saradar sold 1,200 call options on June 1, 2011 realizing gains of about \$475,000. See Ex. 1. *These call options were sold through the New York Stock Exchange ARCA*

11. Based on my professional experience, the timely purchasing of short to medium term out-of-the-money call options representing a large percentage of daily trading volume and open interest within days of a major corporate announcement followed by the immediate liquidation of the position upon public release of the announcement, as set forth above, is highly unusual and suspicious behavior. This behavior is typically a strong indication of trading based on knowledge of material non-public information or insider trading. RN

*No prior application for this relief has been requested.*

I declare under penalty of perjury that the foregoing is true and correct.

*R. W. Nesbitt*  
Robert W. Nesbitt

Executed on June 3, 2011  
Washington, DC

**Exhibit 1**

**TELVENT GIT, S.A. (Nasdaq: TLVT)**  
**Options Transactions and Realized Gains Schedule**

<b>Audi Saradar Private Bank (ACCOUNT NO. AUD001007)</b>							
Trade Date	B/S	Quantity	Expiration Date	Type	Strike Price	Price	Trade Dollar Amount
4/29/2011	B	84	6/18/2011	Call	\$ 35.00	\$0.4000	-\$3,360
4/29/2011	B	16	6/18/2011	Call	\$ 35.00	\$0.5000	-\$800
4/29/2011	B	100	6/18/2011	Call	\$ 35.00	\$0.5000	-\$5,000
4/29/2011	B	100	6/18/2011	Call	\$ 35.00	\$0.5000	-\$5,000
5/27/2011	S	300	6/18/2011	Call	\$ 35.00	\$0.7000	\$21,000
<b>Realized Gain For Series</b>							<b>\$6,840</b>
4/29/2011	B	100	6/18/2011	Call	\$ 30.00	\$1.5955	-\$15,955
6/1/2011	S	79	6/18/2011	Call	\$ 30.00	\$9.7000	\$76,630
6/1/2011	S	21	6/18/2011	Call	\$ 30.00	\$9.7000	\$20,370
<b>Realized Gain For Series</b>							<b>\$81,045</b>
5/27/2011	B	68	7/16/2011	Call	\$ 35.00	\$1.8500	-\$12,580
5/27/2011	B	200	7/16/2011	Call	\$ 35.00	\$1.8500	-\$37,000
5/27/2011	B	100	7/16/2011	Call	\$ 35.00	\$1.7000	-\$17,000
5/27/2011	B	100	7/16/2011	Call	\$ 35.00	\$1.7000	-\$17,000
5/27/2011	B	32	7/16/2011	Call	\$ 35.00	\$1.7000	-\$5,440
5/27/2011	B	100	7/16/2011	Call	\$ 35.00	\$1.6000	-\$16,000
5/27/2011	B	168	7/16/2011	Call	\$ 35.00	\$1.6500	-\$27,720
5/27/2011	B	32	7/16/2011	Call	\$ 35.00	\$1.6000	-\$5,120
6/1/2011	S	1	7/16/2011	Call	\$ 35.00	\$4.9000	\$490
6/1/2011	S	55	7/16/2011	Call	\$ 35.00	\$4.7000	\$25,850
6/1/2011	S	150	7/16/2011	Call	\$ 35.00	\$4.7000	\$70,500
6/1/2011	S	30	7/16/2011	Call	\$ 35.00	\$4.7000	\$14,100
6/1/2011	S	150	7/16/2011	Call	\$ 35.00	\$4.7000	\$70,500
6/1/2011	S	33	7/16/2011	Call	\$ 35.00	\$4.7000	\$15,510
6/1/2011	S	40	7/16/2011	Call	\$ 35.00	\$4.7000	\$18,800

6/1/2011	S	100	7/16/2011	Call	\$ 35.00	\$4.7000	\$47,000
6/1/2011	S	136	7/16/2011	Call	\$ 35.00	\$4.7000	\$63,920
6/1/2011	S	5	7/16/2011	Call	\$ 35.00	\$4.7000	\$2,350
6/1/2011	S	100	7/16/2011	Call	\$ 35.00	\$4.7000	\$47,000
<b>Realized Gain For Series</b>							<b>\$238,160</b>
4/29/2011	B	100	8/20/2011	Call	\$ 30.00	\$2.1000	-\$21,000
6/1/2011	S	71	8/20/2011	Call	\$ 30.00	\$9.7000	\$68,870
6/1/2011	S	29	8/20/2011	Call	\$ 30.00	\$9.7000	\$28,130
<b>Realized Gain For Series</b>							<b>\$76,000</b>
4/29/2011	B	100	8/20/2011	Call	\$ 35.00	\$0.8000	-\$8,000
4/29/2011	B	100	8/20/2011	Call	\$ 35.00	\$0.8500	-\$8,500
6/1/2011	S	1	8/20/2011	Call	\$ 35.00	\$4.9000	\$490
6/1/2011	S	199	8/20/2011	Call	\$ 35.00	\$4.8000	\$95,520
<b>Realized Gain For Series</b>							<b>\$79,510</b>
<b>Total Realized Gain</b>							<b>\$481,555</b>